

7A(a); 801.11

October 27, 1992

Federal Trade Commission  
Premerger Notification  
Room 303  
Sixth & Pennsylvania Ave. N.W.  
Washington, D.C. 20580

U. S. Department of Justice  
Antitrust Division  
Office of Operations  
Room 3218 Washington, D.C. 20530  
Attn: Klaine Gibbs, Esq.

Re: 15 USCA 18 (a) Notification

Dear Sir or Madam:

The undersigned represents [redacted] (herein-  
after [redacted] which is the holding company for [redacted]  
[redacted] located in the [redacted]  
[redacted] has entered into an  
affiliation Agreement with [redacted]  
located in [redacted] (hereinafter  
[redacted]).

[redacted] and [redacted] have agreed to affiliate utilizing an amendment  
to the [redacted] Certificate of Incorporation whereby [redacted] will become  
the sole member of [redacted] [redacted] has annual revenues of approximately  
\$60,000,000.00 and assets of approximately \$80,000,000.00 while [redacted]  
has revenue of approximately \$3,000,000.00 and assets of approxi-  
mately \$5,000,000.00.

We do not believe that this acquisition constitutes a trans-  
action covered by 15 USCA 18 (a) and we would request confirmation  
of that position at your earliest possible convenience.

Very truly yours,

[redacted signature]

[redacted name]

cc: [redacted]

*11/2/92 - called [redacted] He states that very recent financials  
(12/91 numbers) are being used for both sides. [redacted] constitutes the total bulk  
of [redacted] operations. [redacted] assets would be about 3/11/91. Both  
[redacted] and [redacted] are their own [redacted] and [redacted] has no  
other subsidiaries or operations. I advised that it appears that  
[redacted] in no way will have not [redacted] met and*

OCT 30 3 14 PM '92

FEDERAL TRADE  
COMMISSION  
PREMERGER NOTIFICATION  
OFFICE